

**WRITTEN CONSENT OF SUPER-MAJORITY OF MEMBERS OF
ARGON CREDIT, LLC**

As of December 15, 2016

The undersigned, being the Super-Majority of Members (the "**Members**") of Argon Credit LLC, a Delaware limited liability company (the "**Company**"), do hereby adopt the following resolutions by written consent:

Approval of Filing Voluntary Petition for Bankruptcy Pursuant to Chapter 11

WHEREAS, the Company is experiencing financial difficulty due to, among other things, failure of First Associates to properly service the loan portfolio and accurately allocate principal and interest payments; and

WHEREAS, the Members have reviewed the materials presented by the management and advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to the Company, and the impact of the foregoing on the Company's businesses; and

WHEREAS, the Members have had the opportunity to consult with the management and advisors of the Company and fully consider each of the strategic alternatives available to the Company.

WHEREAS, the Board of Managers of the Company (the "Board") unanimously voted to recommend that the Company will refrain from a voluntary bankruptcy filing if the Company can enter into a reasonable forbearance agreement with its largest secured creditor, Princeton Alternative Funding/Fintech Financial, LLC ("Princeton"). If not, to discharge the Board's fiduciary obligation, the Board recommends filing a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code;

WHEREAS, pursuant to Section 6.1(a)(vii) of the Fourth Amended and Restated Limited Liability Company Operating Agreement of Argon Credit LLC ("**Operating Agreement**"), approval of a Super-Majority of Members is required for the initiation of voluntary bankruptcy or similar filings by the Company or any of its subsidiaries;

WHEREAS, Little Owl Argon, LLC, a Florida limited liability company ("Little Owl") has asserted its position that it holds a 15% interest in the Company;

WHEREAS, the remaining Members collectively hold 85% interest in the Company, sufficient to constitute a Super-Majority of Members;

WHEREAS, the Super-Majority of Members have determined that it is in the best interest of the Company to file a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code ("Bankruptcy Petition");

WHEREAS, Little Owl is opposing filing a Bankruptcy Petition, unless an agreement is reached with Princeton in advance of the filing of any such Bankruptcy Petition; and

WHEREAS, notwithstanding Little Owl's objection, and in reliance on Little Owl's position that it holds 15% interest in the Company, the Super-Majority of Members of the Company wish to authorize certain actions in view of the foregoing and the Company's financial condition.

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the undersigned Super-Majority of Members, it is desirable and in the best interests of the Company, its creditors and other interested parties that the Company file voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Illinois (the "Court"); and it is

FURTHER RESOLVED that Gary Zumski ("*Authorized Representative*"), is hereby authorized, empowered, and directed to file with the Court, on behalf of the Company and in its name, a voluntary petition for reorganization under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED that the Authorized Representative is hereby authorized, directed and empowered to, on behalf of the Company, authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem necessary or proper to obtain relief under or in connection with such Chapter 11 case;

FURTHER RESOLVED that the Authorized Representative is hereby authorized and directed to employ (and do hereby confirm and ratify any prior employment of) both the law firm of Dale & Gensburg, P.C. and Matthew T. Gensburg as general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, and, in connection therewith, the Authorized Representative of the Company is hereby authorized and directed to execute appropriate retention agreements, pay appropriate bankruptcy retainers prior to the filing of a Chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of both Dale & Gensburg, P.C. and Matthew T. Gensburg.

RESOLVED FURTHER, that the Authorized Representative of the Company is hereby authorized and directed to employ any other firm or individuals as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and, in connection therewith, the Authorized Representative of the Company is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of such firm or person;

RESOLVED FURTHER, that, from and after the filing by the Company of a Chapter 11 bankruptcy petition, the Authorized Representative is hereby authorized to conduct business operations as determined by him to be in the best interests of the Company's bankruptcy estate and the Company's creditors and other interested parties and may include, but not be limited to, a

determination to continue business operations with a view towards reorganizing or selling the Company and/or its assets;

RESOLVED FURTHER, that, from and after the filing by the Company of a Chapter 11 bankruptcy petition, the Authorized Representative is hereby authorized to make or cause to be made all filings and declarations as determined by him to be in the best interests of the Company's bankruptcy estate and the Company's creditors and other interested parties;

RESOLVED FURTHER, that the Authorized Representative of the Company is hereby authorized and empowered to obtain post-petition financing according to terms which may be negotiated by the management of the Company or otherwise approved by the Court, and to enter into any debtor-in-possession financing facilities, guarantees, or other related documents and to pledge and grant liens on the Company's assets as may be contemplated by or required under the terms of such post-petition financing, and in connection therewith the Authorized Representative of the Company is hereby authorized and directed to execute appropriate loan agreements, and related ancillary documents, whether consented to or contested by the Company's existing creditors;

RESOLVED FURTHER, that the Authorized Representative, together with any other authorized bank account signatory designated by any Authorized Representative, is hereby authorized, empowered, and directed on behalf of the Company and in its name to take all actions and execute and deliver all documents as they shall deem necessary or desirable in order to carry out and perform the purposes of the foregoing resolutions, including, without limitation, the opening of new deposit accounts as a debtor-in-possession under the Bankruptcy Code, and the taking of such actions or execution of such documents shall be conclusive evidence of the necessity or desirability thereof;

RESOLVED FURTHER, that the Authorized Representative of the Company is hereby authorized and empowered to, in the name of and on behalf of the Company, execute, deliver, certify, file, record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of such Authorized Representative, upon the advice of the Company's counsel and/or financial advisors, shall be necessary, proper, and desirable to prosecute to a successful completion the Company's Chapter 11 case, to effectuate the restructuring of the Company's debt, other obligations, organizational form and structure, capitalization, and ownership of the Company and its subsidiaries consistent with the foregoing resolutions and to carry out and put into effect the purposes of the foregoing resolutions, and the transactions contemplated by these resolutions;

RESOLVED FURTHER, that all actions heretofore taken by any Authorized Representative of the Company, in the name and on behalf of the Company, in connection with the designation described in the foregoing resolutions be, and the same hereby are, ratified, approved and confirmed in all respects;

RESOLVED FURTHER, that all acts and deeds heretofore done or actions taken by any Authorized Representative or agent of the Company in entering into, executing, acknowledging or attesting any arrangements, agreements, instruments or documents in carrying out the terms

and intentions of the foregoing recitals and resolutions and each of them are hereby in all respects ratified, approved and confirmed; and;

RESOLVED FURTHER, that this Written Consent may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of which together shall constitute one and the same document. Facsimile, email or other electronically delivered signatures shall have the same effect as original signatures.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, constituting a Super-Majority of the Members, have executed this Written Consent as of the date first set forth above.

MEMBERS:

MARGON, LLC

By: _____

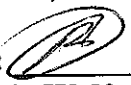
Its: _____

**MARK TRIFFLER DECLARATION OF
TRUST DATED DECEMBER 5, 1991**

By: _____

Its: _____

NOAX, LLC


By:  _____
Raviv Wolfe DIRECTOR

CARDINAL TRUST

By: _____

Its: _____

GARY ZUMSKI

By:  _____

IN WITNESS WHEREOF, the undersigned, constituting a Super-Majority of the Members, have executed this Written Consent as of the date first set forth above.

MEMBERS:

MARGON, LLC

By: _____

Its: _____

NOAX, LLC

By: _____

Raviv Wolfe

MARK TRIFFLER DECLARATION OF CARDINAL TRUST
TRUST DATED DECEMBER 5, 1991

By: _____

Its: _____

By: _____

Its: _____

GARY ZUMSKI

By: _____